

FAUJI CEMENT COMPANY LIMITED

Fauji Towers, Block-III, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan

Email : Secretary1@fccl.com.pk
Web site : <http://www.fccl.com.pk>
Fax No : 051-9280416
Ref No : SECY/FCCL/2037/67

Exchange : 051-9280081-83
: 051-5763321-24
Office : 051-9280075
Date 30th October 2017

To: **General Manager**
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road, Karachi
Tel: 021-32439618

Subject: **25th Annual General Meeting**

Reference: Pakistan Stock Exchange letter no. PSE/Gen-6814 dated 15 October 2017.

Dear Sir,

1. Please be informed that Following Resolutions have been approved by the Shareholders of the Company during 25th Annual General Meeting held at Hotel Pearl Continental the Mall, Rawalpindi on 30th October 2017 at 1100 hours: -

RESOLUTION-1

“**RESOLVED** by the members at 25th Annual General Meeting of the Company that Audited Accounts for year ended 30th June 2017, together with the Report of Auditors and Directors’ Report laid before Chairman, as recommended by the Board and circulated to the members, be and are hereby approved and adopted by the members”.

RESOLUTION-2

“**RESOLVED** by the members at the 25th Annual General Meeting that M/s KPMG Taseer Hadi & Co, Chartered Accountants, after complying with **clause (37)** of Code of Corporate Governance, be and are hereby appointed as Statutory Auditors of Fauji Cement Company Limited, till conclusion of the next Annual General Meeting of the Company”.

“**FURTHER RESOLVED** that their remuneration be and is hereby approved to be fixed at a cumulative fee of Rs. 1,500,000/- for Annual Audit, Half Yearly Review, Compliance Report, CDC Reconciliations and out of Pocket Expenses”.

RESOLUTION-3

“**RESOLVED** by the members at 25th Annual General Meeting of Company that payment of final cash dividend @ Rs. 0.90 i.e (9%) per Ordinary Share of the Company for year ended 30th June 2017 to all shareholders appearing in the register of shareholders as on 23rd October 2017 as recommended by the Board in 121st BODs meeting held on 20th September 2017 is hereby approved”.

RESOLUTION-4

RESOLVED that Article **89, 90, 96 and 97** of the Articles of Association of the Company be substituted as follow:-

89. **DIVIDEND PAYMENT THROUGH ELECTRONIC MODE**

- a. The Company shall pay any dividend payable in cash through electronic mode directly into the Bank accounts designated by the entitled shareholders.

- b. Any dividend declared by the Company shall be paid to its registered shareholders/members within such period as may be specified.
- c. Intimate the Pakistan Stock Exchange Limited immediately as soon as the entire dividend is paid through electronic mode directly into the Bank account of the Members/shareholders.
- d. Dividend shall be deemed to have been declared on the date of the General Meeting in case of a dividend declared or approved in the General Meeting and on the date of commencement of closing of share transfer for purposes of determination of entitlement of dividend in the case of an interim dividend and where register of members is not closed for such purpose, on the date on which such dividend is approved by the Board.

90. **UNCLAIMED SHARES, MODARABA CERTIFICATE AND DIVIDEND TO VEST WITH THE FEDERAL GOVERNMENT**

- a. Where shares of a Company or Modaraba Certificates of a Modaraba have been issued; or
- b. Where dividend has been declared by a Company or Modaraba; which remain unclaimed or unpaid for a period of three years from the date it is due and payable, or
- c. Any other instrument or amount which remain unclaimed or unpaid having such nature and for such period as may be specified; the Company shall give (90) ninety days notices to the shareholders or certificate holders or the owner, as the case may be to file claim, in the following manner:-
 - (1) By a registered post acknowledgement due on his last known address; and
 - (2) After expiry of notice period as provided under clause (a), final notice in the specified form shall be published in two daily Newspapers of which one will be in Urdu and one in English having wide circulation.
- d. If no claim is made before the Company by the shareholder, certificate holder or the owner, as the case may be, the Company shall after ninety days from the date of publication of notice under clause (b) of sub-section (1) shall:-
 - (1) In case of sum of money, deposit any unclaimed or unpaid amount to the credit of the Federal Govt; and
 - (2) In case of shares or modaraba certificates or other instrument, report and deliver to the Commission such share or modaraba Certificates or other instrument and the Commission shall sell such shares or modaraba Certificates or other instrument, as the case may be, in the manner and within such period as may be specified and deposit the proceeds to the credit of Federal Government.

96. Circulation of Audited Financial Statement and Notice of Annual General Meeting

- a. A Copy of Directors' and, Auditors' Report, Annual Balance Sheet, Profit and loss account along with Notices of Annual General Meeting shall be circulated to its members through **CD/DVD/USB** at their Registered addresses. However, if a member/shareholder prefers to receive hard copies for all the future Annual Audited Accounts then such reference of the members shall be given to the Company in writing and there after the Company shall provide hard copies of all the future Annual Audited Accounts to such Member.
- b. Company shall be bound to provide hard copies of all the future Annual Audited Accounts to those members /shareholder only, who request the Company, in writing, to receive hard copies of the same

97. COMPLIANCE WITH THE ACT 2017. The Directors shall in all respects comply with the provisions of section 220 to 239 of the Companies Act, 2017 as applicable, in regard to the accounts of the Company. The company shall in all respects also comply with the Rules and Regulations of the Pakistan Stock Exchange as may be applicable in this regard.

"FURTHER RESOLVED that Company Secretary be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to this resolution".

"ALSO RESOLVED that in case of any omission or mistake if pointed out by the Commission (SECP) and any other competent authority in the aforesaid resolutions the Company Secretary be and is hereby authorized to make necessary corrections as permitted under the law in letter and spirit".

2. You may please inform the members of the Pakistan Stock Exchange accordingly.

With regards,

Yours sincerely,



Brig Ch Zafar Iqbal (Retd)
Company Secretary